



Conflict of Interest Policy for Contractors

All Root Capital contractors (collectively, “Subject Persons”) must be aware of possible conflicts of interest in their work, avoid them if possible, and disclose them when necessary. This policy explains how to recognize conflicts, how to disclose conflicts, and how conflicts are resolved.

What is a Conflict of Interest?

A conflict of interest may occur when a Subject Person may benefit financially or in another significant way through:

- a) A decision they make while working on a contract with Root Capital;
- b) Accepting or giving something of value (for self or for others) while acting in his/her role or position; or
- c) Using information learned through his/her contract with Root Capital for improper gain (for self or for others).

The person in question can be any Subject Person. Personal benefits include any direct or indirect benefit to family, friends, other staff members or businesses with which the person is closely associated. For example, suppose a contractor is asked to recommend the best supplier of paper products for ongoing purchases by Root Capital. One of the bidders for the business is related by marriage to the contractor making the recommendation. This is a clear conflict of interest, since there is a personal benefit to the contractors’ relative. In other situations, the conflict may not be so clear or the fact pattern may seem “gray.” If a team member is unsure whether a conflict exists, they should consult a manager and if there is any doubt, disclose the potential or possible conflict consistent with the procedures described below.

Be particularly aware of potential conflicts in these situations:

- Within specific business or personal relationships, including family members, with Root Capital clients, donors, contractors, or employees;
- When gifts are proposed from potential or current Root Capital clients, donors, contractors, or employees;
- When considering outside employment, board positions or other positions involving work or decisions that might affect Root Capital, including with Root Capital’s clients, suppliers or other business partners;
- When considering invitations to join boards or committees, speak at events or write an article that might affect Root Capital;
- When owning or considering owning a financial interest in a Root Capital client, supplier or other business partner;
- When having a personal interest or a potential financial gain from any Root Capital business transaction.

Specific Relationships

For the purpose of identifying potential conflicts of interest, pay special attention to relationships with Root Capital clients, donors, contractors or employees. Personal or romantic relationships, or relationships where there is a significant financial or other interest (such as ownership) in companies with which Root Capital does business, are ripe for conflict of interest, and should be



disclosed to the Root Capital point of contact.

Gifts from Potential or Current Root Capital Clients, Suppliers or Others

Root Capital strictly prohibits making any payment to individuals employed by current or prospective Root Capital clients, suppliers or other business partners for the purpose of obtaining or retaining business or any other favorable business action. Root Capital also prohibits the acceptance of any payment, gift or entertainment intended to influence, or that appears to influence, business decisions of Root Capital. Gifts, personal services or other items of more than nominal value (\$50 USD) should not be given or received while conducting independent contracting work on behalf of Root Capital.

Root Capital policy and practice encourage the use of good judgment, discretion, and moderation when giving or accepting gifts or entertainment in business settings. Gift-giving and entertainment practices may vary in the different cultures represented across the organization. However, any gifts must be of nominal value (less than or equal to \$50 USD) and reasonable amounts for meals or social invitations must not obligate the recipient in any way or provide favoritism for the giver or the giver's business or company. Any gifts, entertainment or invitations must comply with laws and ethical policies that apply to both giver and recipient, including the Foreign Corrupt Practices Act. Subject Persons should not act in a manner that would place any client in a position where they may feel obligated to make a gift, provide entertainment or provide personal favors in order to do business or continue to do business with the contractor. When considering giving or accepting gifts or entertainment, Subject Persons should discuss the nature of the gift and any concerns about it with the point of contact in the Subject Person's contract.

Outside Employment, Board Positions or Other Activities

Subject Persons must disclose to the Point of Contact any outside jobs, business interests, or other activities (e.g., Board positions) that could result in a conflict or the appearance of a conflict of interest. This includes other employment or volunteer activities that might imply that Root Capital is sponsoring or endorsing the activity, the use of Root Capital time, equipment or materials to conduct the other employment or activity, or engagement with an organization that is a direct competitor of Root Capital. Subject Persons should not represent themselves as contractors of Root Capital during the course of outside employment or activities. Outside jobs or other activity conducted that involve work or decisions potentially affecting Root Capital business or transactions, should be disclosed to the Point of Contact.

Invitations to Serve on Boards or Committees, Speak at Events or Write an Article

Subject Persons may be asked to serve on boards or committees, speak at events, or take on teaching or writing assignments. In the case that the invitation was not provided as a result of affiliation with Root Capital, Subject Persons should remember to act, speak or write in such situations on their own behalf – not on behalf of Root Capital.

Lobbying and Political Activity

It is particularly important that all Subject Persons use care and judgment in any type of political activity and lobbying, and that they ensure that they refrain from carrying out any kind of political activity as a purported representative of Root Capital. Use of a contractor's name as being



affiliated with Root Capital during lobbying or political activity is strictly prohibited.

Financial Investments

Ownership or investment interests by Subject Persons are typically a private matter for those individuals, though the person should comply with all laws and regulations that apply to the transaction. This would include the duty not to trade on the basis of material, non-public information gained through an individual's contract or affiliation with Root Capital. However, when Subject Persons (or a member of any such person's family) have a current or proposed investment in a company or other entity that 1) does business with Root Capital, or 2) that is the subject of a debt or equity transaction from Root Capital, this financial interest should be disclosed since a conflict of interest may exist.

When in doubt, **disclose**, following the guidelines below.

Disclosure, Management, and Clearance of All Conflicts of Interest

Approach a possible conflict of interest through this two-step process:

- 1) First, be aware – be thoughtful and consider if your judgment would be influenced by the situation or relationship and consider how an outsider would see it.
- 2) Second, disclose if needed –if the relationship involves a family member, close personal relationship, or personal or familial financial interest, if your decisions or relationships may be affected by the situation, or if it may otherwise appear to an outsider that your decisions or relationships may be affected by the situation, disclose the potential conflict of interest in writing to your Point of Contact. If Root Capital determines there is a conflict, the contractor will be removed from the decision-making process.

Policy Acknowledgement

Each Subject Person is required to sign a Conflict of Interest Policy Acknowledgement Form indicating that they have received a copy of this policy and understand it. Each Subject Person also should disclose any potential or actual conflict of interest to Root Capital on the Potential Conflict of Interest Disclosure Form attached to this policy. Such acknowledgement and disclosure forms may be completed, signed and filed in electronic form only.



**Root Capital Inc.
Contractor Conflict of Interest Policy Acknowledgment Form**

Name: _____ (please print)

I acknowledge that I have received a copy of the Contractor Conflict of Interest Policy Root Capital Inc. (the "Company"). I further acknowledge that I have read and understand the terms of the Policy, and I agree to abide by its terms. I understand that the Company is a charitable tax-exempt organization and that in order to maintain its federal tax exemption it must avoid conflicts of interest that may jeopardize its tax exemption.

I agree to disclose any personal potential or actual conflict of interest, as described in the Policy, to the Point of Contact in my contract with Root Capital, Inc. as required by the Policy. I also agree to complete and keep current the attached Potential Conflict of Interest Disclosure Statement.

Signature

Date



**Root Capital Inc.
Potential Conflict of Interest Disclosure Statement**

The following questions aim to help determine any personal potential or actual financial or ownership interest that you may have which is related to activities or transactions of Root Capital Inc. or an entity controlled by Root Capital Inc. (collectively, the "Organization"). The questions focus on the following areas:

- A) Possible conflict situations, for example:
 - 1) positions or offices that you or a family member might hold; OR
 - 2) beneficial ownership or other financial interests that you or a family member may have in Root Capital or in another organization; OR
 - 3) compensation or payments to you or a family member; AND

- B) Whether any such position/office, beneficial ownership/ financial interests, or compensation flagged in (A) allows you to exert substantial influence over the affairs or benefit from the operations and arrangements of an entity that does business with Root Capital (either financially or program-related).

Once you have completed the questions below, please sign and date this Potential Conflict of Interest Disclosure Statement where indicated and send the executed Potential Conflict of Interest Disclosure Statement to the Point of Contact as per the Contractor Conflict of Interest Policy. If you have concerns about the meaning of any terms or requirements used in the questions, below, please contact the Point of Contact for assistance.

Offices and Positions: Are you or any member of your family in a position to exercise substantial influence over the business affairs of an entity with which the Organization has entered (or may in the future enter) into a financial or program-related transaction or arrangement in the next year or with which the Organization is a direct competitor?

Yes No

If yes, please provide the following information:

Entity	Office or Position	Nature of Entity's Business
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Ownership or Other Financial Interests: Do you or any member of your family, individually or collectively, directly or indirectly, own a profit interest (such as stocks or bonds) or hold a beneficial interest (such as a benefit through a third party) or hold voting power within any entity with which the Organization has entered (or may enter in the future) into a financial or program-related transaction or arrangement in the next year or with which the Organization is a direct competitor?

Yes No



Adopted by Root Capital's Board of Directors - March 8, 2013
Updated – January 8, 2024

If yes, please provide the following information:

Entity	Nature of Related Interest (Including Percent of Ownership)	Nature of Entity's Business
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Compensation or Payments: Do you or any member of your family, individually or as a group, currently receive (or expect to receive in the future) money or any other type of compensation from an entity that has entered (or may enter in the future) into a financial or program-related transaction or arrangement with the Organization in the next year or with which the Organization is a direct competitor?

Yes No

If yes, please provide the following information:

Entity	Nature of Compensation Entity's Business
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Acknowledged:

Signature	Name (please print)	Date
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